
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, company secretary, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LVGEM (China) Real Estate Investment Company Limited, you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of LVGEM (China) Real Estate Investment Company Limited dated 29 April 2022 and the notice dated 29 April 2022 convening an annual general meeting of the Company to be held at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m., which was despatched to the Shareholders on 29 April 2022. A supplemental notice of the annual general meeting of the Company is set out on page 6 of this supplemental circular. A revised proxy form for the annual general meeting (the “Revised Proxy Form”), which shall supersede the Original Proxy Form (the form of proxy enclosed with the circular dated and despatched on 29 April 2022), is also enclosed.

The Revised Proxy Form for use in connection with the Annual General Meeting is enclosed with this supplemental circular. This supplemental circular together with the Revised Proxy Form are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.lvgem-china.com>). In order to be valid, the Revised Proxy Form must be completed and returned to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting should you so wish.

6 June 2022

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DEFINITIONS

Unless otherwise defined, capitalised terms in this supplemental circular shall have the same meanings as ascribed to them in the circular of the Company dated 29 April 2022.

In addition, in this supplemental circular, the following expressions have the following meanings unless the context otherwise requires:

“Circular”	the circular of the Company dated 29 April 2022 and despatched to the Shareholders on the same date;
“Closing Time”	not less than 48 hours before the time appointed for holding the Annual General Meeting and any adjourned meeting, being 10:30 a.m. on Monday, 27 June 2022;
“Original Proxy Form”	the form of proxy sent together with the Circular;
“Original Notice”	the notice of Annual General Meeting dated 29 April 2022 and despatched to the Shareholders together with the Circular on the same date;
“Revised Proxy Form”	the revised form of proxy for the annual general meeting which shall supersede the Original Proxy Form and which is also enclosed to this supplemental circular.

The circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

LETTER FROM THE BOARD

L.gem

綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

Executive Directors:

Ms. HUANG Jingshu (*Chairman*)
Mr. TANG Shouchun (*Chief Executive Officer*)
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-Executive Director:

Mr. CHEN Wei Sheng

Head Office and Principal Place of Business:

Unit 2501, NEO,
123 Hoi Bun Road,
Kwun Tong, Kowloon,
Hong Kong

Independent Non-Executive Directors:

Mr. WANG Jing
Ms. HU Gin Ing
Mr. MO Fan

6 June 2022

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Circular which contains, inter alia, the Original Notice and information relating to the re-election of Directors at the Annual General Meeting, which was despatched to the Shareholders on 29 April 2022. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the re-election of an additional Director who was appointed after the Latest Practicable Date and accordingly will retire at the Annual General Meeting pursuant to the Articles, and to give you a supplemental notice of the Annual General Meeting and the Revised Proxy Form.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 1 June 2022 in relation to the appointment of an executive Director of the Company, Ms. LI Yufei (“Ms. LI”) was appointed as an executive Director of the Company with effect from 1 June 2022.

According to Article 112 of the Articles, any Director appointed as an additional Director on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. LI shall retire from office as a Director at the Annual General Meeting and she, being eligible, will offer herself for re-election.

Recommendation to the Board for the proposal for re-election of Ms. LI as executive Director was made by the nomination committee of the Board, in accordance with the Company’s nomination policy and objective criteria (including but not limited to gender, age, ethnicity, years of work experience, and professional experience), with due regard for the benefits of diversity, as set out under the Company’s board diversity policy.

In view of the above, the Board believes that the re-election of Ms. LI as executive Director is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of Ms. LI to the Shareholders.

The biographical details of Ms. LI are set out below:

Ms. LI Yufei, aged 31, is an executive Director and a member of the executive committee of the Board. She served various positions in 深圳市綠景房地產開發有限公司 (Shenzhen LVGEM Real Estate Development Co., Ltd.*), a subsidiary of the Company, from February 2015 to December 2018, namely, the assistant to General Manager of the Cost Management Department, an investment manager of Strategic Investment Management Department and an officer of Finance Department, respectively. Ms. LI joined LVGEM (Suzhou) Real Estate Investment Company Limited, a subsidiary of the Company, as the assistant to the chairman of the Company and the head of the General Management Department of the Company in January 2019. Ms. LI was appointed as a director of China LVGEM Property Holdings Limited, a company indirectly wholly-owned by the controlling shareholder of the Company, Mr. Wong Hong King, in August 2019. Ms. Li obtained the Degree of Bachelor of Science in Economics from The Queen’s University of Belfast in the United Kingdom in July 2013 and a Degree of Master of Science in Finance from The University of Manchester in the United Kingdom in November 2014.

Save as disclosed above, Ms. LI did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and she did not have any other major appointments or professional qualifications.

Ms. LI is the cousin of Ms. Huang Jingshu, an executive Director and the chairman of the Company and Mr. Huang Hao Yuan, an executive Director; and the niece of Mr. Wong Hong King, the ultimate controlling shareholder of the Company. As at the date of this supplemental circular, Ms. LI is personally interested in 20,000 shares of the Company. Save as disclosed above, Ms. LI is not interested in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Ms. LI entered into a service agreement with the Company for a term of 2 years commencing from 1 June 2022. Pursuant to the service agreement, Ms. LI is entitled to receive a salary of HK\$25,000 per month and a year-end bonus equivalent to one month’s salary, which was determined by the remuneration committee and approved by the Board with

* For identification purpose only

LETTER FROM THE BOARD

reference to her experience, duties and responsibilities in the Company as well as the current market rate. Ms. LI is also entitled to other discretionary bonus as well as to participate in other incentive schemes such as share option scheme of the Company on such terms as may be determined, authorised and/or approved by the Group from time to time.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in respect of Ms. LI's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

THE ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The Annual General Meeting will continue to be held at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m.

Details in relation to the closure of register of members as set out in the notes 3 of the section headed "Notice of Annual General Meeting" in the Circular remain the same.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM

Since the Original Notice and the Original Proxy Form sent together with the Circular do not contain the proposed resolution in relation to the re-election of Ms. LI as an executive Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on page 6 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

The Revised Proxy Form for use in connection with the Annual General Meeting is enclosed with this supplemental circular. This supplemental circular together with the Revised Proxy Form are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.lvgem-china.com>). In order to be valid, the Revised Proxy Form must be completed and returned to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and return of the Revised Proxy Form will not prevent you from attending and voting at the Annual General Meeting should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form with the principal place of business of the Company is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the Original Proxy Form should not be lodged with the principal place of business of the Company.

A Shareholder who has already lodged the Original Proxy Form with the principal place of business of the Company should note that:

- (i) if no Revised Proxy Form is lodged with the principal place of business of the Company, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if duly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Ms. LI as an executive Director as set out in the supplemental notice of the Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Revised Proxy Form is lodged with the principal place of business of the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed; and

LETTER FROM THE BOARD

- (iii) if the Revised Proxy Form is lodged with the principal place of business of the Company after the Closing Time, or if lodged before the Closing Time but is not duly completed, the Revised Proxy Form will be deemed invalid. The proxy appointed by him/her under the Original Proxy Form (if duly completed) will also be entitled to vote in the manner as mentioned in (i) above, as if no Revised Proxy Form was lodged with the principal place of business of the Company.

Accordingly, the Shareholders are advised to complete carefully and lodge the Revised Proxy Form with the principal place of business of the Company before the Closing Time. If the Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of the Company and the Stock Exchange following the Annual General Meeting.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed re-election of Ms. LI as an executive Director as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

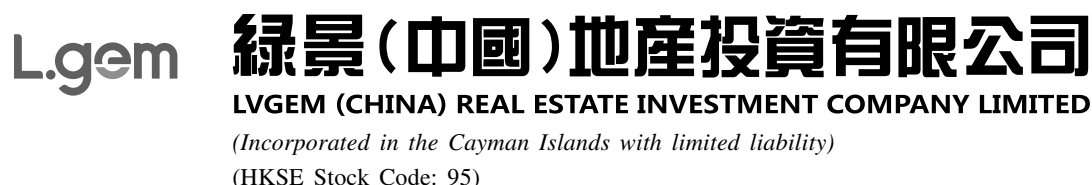
RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

By Order of the Board
LVGEM (China) Real Estate Investment Company Limited
HUANG Jingshu
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “Original Notice”) of LVGEM (China) Real Estate Investment Company Limited (the “Company”) dated 29 April 2022, by which the Company will convene an annual general meeting at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m. (the “Annual General Meeting”) and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Annual General Meeting will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

11. “To re-elect Ms. LI Yufei as an executive director.”

By Order of the Board
LVGEM (China) Real Estate Investment Company Limited
HUANG Jingshu
Chairman

Hong Kong, 6 June 2022

Principal place of business in Hong Kong:

Unit 2501, NEO
123 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong

Notes:

- (1) A revised form of proxy (the “Revised Proxy Form”) containing the ordinary resolution numbered 11 is enclosed with the supplemental circular of the Company dated 6 June 2022 (the “Supplemental Circular”). Please refer to the paragraph “Supplemental Notice of Annual General Meeting and Revised Proxy Form” under the section headed “Letter from the Board” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.